

SEP 30 '10 -12 09 PM

LAW OFFICES OF
LOUIS E. GITOMER**SURFACE TRANSPORTATION BOARD**LOUIS E. GITOMER
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September 30, 2010

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 F Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of September 30, 2010. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

American Railcar Leasing LLC
620 North Second Street
St. Charles, MO 63301

A description of the equipment covered by the Memorandum of Lease Agreement consists of 39 tank cars numbered SHPX 432927-432965, inclusive.

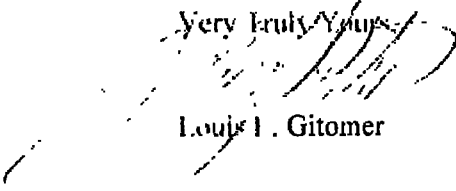
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
September 30, 2010
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and American Railcar Leasing I.L.C, 620 North Second Street, St. Charles, MO 63301, covering 39 tank cars numbered SHPX 432927-432965, inclusive.

Very Truly Yours,


Louis L. Gitomer

Enclosure

~~RECORDED~~ 29485 ~~FILED~~

SEP 30 2010 - 12 09 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of September 30, 2010

between

AMERICAN RAILCAR LEASING LLC,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on September ____, 2010 at ____: ____ 'm.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 30, 2010, by and between AMERICAN RAILCAR LEASING LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of June 30, 2010, and Schedule No. 004 thereto and incorporating the terms thereof, dated as of September 30, 2010 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Gail C. Beall
Name: Gail C. Beall
Title: Vice President

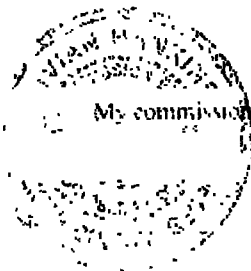
AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF _____)
COUNTY OF _____) ss.

I HEREBY CERTIFY, that on this _____ day of September 2010, before me, the undersigned, a Notary Public of the State of _____, personally appeared _____ who acknowledged himself to be the _____ of HANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized _____ of said company by signing the name of the company by himself as the _____

AS WITNESS my hand and notarial seal.



My commission expires: _____

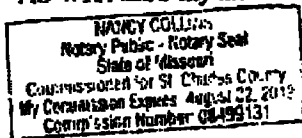
Notary Public

VIVIAN HANKINS
NOTARY PUBLIC
Dekalb County - State of Georgia
My Comm. Expires Oct. 20, 2012

STATE OF MISSOURI)
) ss.
COUNTY OF ST. CHARLES)

I HEREBY CERTIFY, that on this 28th day of September, 2010, before me, the undersigned, a Notary Public of the State of Missouri, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the SVP, Chief Financial Officer and Treasurer of AMERICAN RAILCAR LEASING LLC, that said instrument was signed on the date hereof on behalf of said limited liability company; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.



Nancy Collins
Notary Public

My commission expires: _____.

EXHIBIT NO 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF RAILCARS

<u>Lessee Code</u>	<u>Lessee</u>	<u>Contract Number</u>	<u>Mark</u>	<u>Number</u>
1908	EKA Chemicals, Inc.	89010001	SHPX	432927
1908	EKA Chemicals, Inc.	89010001	SHPX	432928
1908	EKA Chemicals, Inc.	89010001	SHPX	432929
1908	EKA Chemicals, Inc.	89010001	SHPX	432930
1908	EKA Chemicals, Inc.	89010001	SHPX	432931
1908	EKA Chemicals, Inc.	89010001	SHPX	432932
1908	EKA Chemicals, Inc.	89010001	SHPX	432933
1908	EKA Chemicals, Inc.	89010001	SHPX	432934
1908	EKA Chemicals, Inc.	89010001	SHPX	432935
1908	EKA Chemicals, Inc.	89010001	SHPX	432936
1908	EKA Chemicals, Inc.	89010001	SHPX	432937
1908	EKA Chemicals, Inc.	89010001	SHPX	432938
1908	EKA Chemicals, Inc.	89010001	SHPX	432939
1908	EKA Chemicals, Inc.	89010001	SHPX	432940
1908	EKA Chemicals, Inc.	89010001	SHPX	432941
1908	EKA Chemicals, Inc.	89010001	SHPX	432942
1908	EKA Chemicals, Inc.	89010001	SHPX	432943
1908	EKA Chemicals, Inc.	89010001	SHPX	432944
1908	EKA Chemicals, Inc.	89010001	SHPX	432945
1908	EKA Chemicals, Inc.	89010001	SHPX	432946
1908	EKA Chemicals, Inc.	89010001	SHPX	432947
1908	EKA Chemicals, Inc.	89010001	SHPX	432948
1908	EKA Chemicals, Inc.	89010001	SHPX	432949
1908	EKA Chemicals, Inc.	89010001	SHPX	432950
1908	EKA Chemicals, Inc.	89010001	SHPX	432951
1908	EKA Chemicals, Inc.	89010001	SHPX	432952
1908	EKA Chemicals, Inc.	89010001	SHPX	432953
1908	EKA Chemicals, Inc.	89010001	SHPX	432954
1908	EKA Chemicals, Inc.	89010001	SHPX	432955
1908	EKA Chemicals, Inc.	89010001	SHPX	432956
1908	EKA Chemicals, Inc.	89010001	SHPX	432957
1908	EKA Chemicals, Inc.	89010001	SHPX	432958
1908	EKA Chemicals, Inc.	89010001	SHPX	432959
1908	EKA Chemicals, Inc.	89010001	SHPX	432960
1908	EKA Chemicals, Inc.	89010001	SHPX	432961

1908	EKA Chemicals, Inc.	89010001	SHPX	432962
1908	EKA Chemicals, inc	89010001	SHPX	432963
1908	EKA Chemicals, Inc.	89010001	SHPX	432964
1908	EKA Chemicals, Inc.	89010001	SHPX	432965